

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CAMOFI MASTER LDC,

Plaintiff,

- against -

GLOBAL AXCESS CORP,

Defendant.

Case No. 07 CIV 9317 (HB)

AFFIDAVIT IN SUPPORT OF
DEFENDANT GLOBAL AXCESS
CORP'S MOTION FOR
SUMMARY JUDGMENT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

KENNETH J. KING, being duly sworn, deposes and says:

1. I am an attorney-at-law licensed to practice in the State of New York and before the United States District Court for the Southern District of New York. I am a partner with the law firm Pepper Hamilton LLP, attorneys for Defendant Global Axxess Corp ("Global Axxess") in the above-captioned matter.

2. I have personal knowledge of the facts set forth below and I make this Affidavit in support of Global Axxess's Motion for Summary Judgment.

3. Attached as Exhibit A is a true and correct copy of the Amended Complaint (the "Complaint") filed in this action (with its attachments), which is referenced in Global Axxess' Memorandum of Law in support of its Motion for Summary Judgment and in Global Axxess' Statement of Material Facts in support of Defendant's Motion for Summary Judgment Pursuant to Local Civil Rule 56.1.

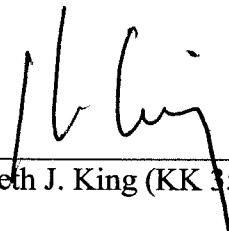
4. Attached as Exhibit B is a true and correct copy of a promissory note that Global Axxess executed in favor of CAMOFI at 9% interest per annum that is captioned "9% Senior Subordinated Secured Convertible Note Due October 27, 2010," which is referenced in Global Axxess' Memorandum of Law in support of its Motion for Summary Judgment and in Global Axxess' Statement of Material Facts in support of Defendant's Motion for Summary Judgment Pursuant to Local Civil Rule 56.1.

5. Attached as Exhibit C is a true and correct copy of the Declaration of Frederick W. Preston, Jr. in support of Defendant's Motion for Summary Judgment (with its attachments) ("Preston Decl."), which is referenced in Global Axxess' Memorandum of Law in support of its Motion for Summary Judgment and in Global Axxess' Statement of Material Facts in support of Defendant's Motion for Summary Judgment Pursuant to Local Civil Rule 56.1.

6. Attached as Exhibit D is a true and correct copy of the Subordination Agreement dated October 27, 2005 between and among Global Axxess, CAMOFI Master LDC and Wachovia Bank, N.A. (the "Subordination Agreement"), which is referenced in Global Axxess' Memorandum of Law in support of its Motion for Summary Judgment and in Global Axxess' Statement of Material Facts in support of Defendant's Motion for Summary Judgment Pursuant to Local Civil Rule 56.1.

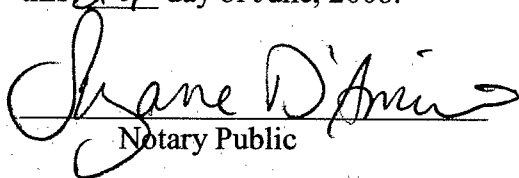
7. Attached as Exhibit E is a true and correct copy of the Declaration of Michael J. Loiacono in support of Defendant's Motion for Summary Judgment (with its attachments) ("Loiacono Decl."), which is referenced in Global Axxess' Memorandum of Law in support of its Motion for Summary Judgment and in Global Axxess' Statement of Material Facts in support of Defendant's Motion for Summary Judgment Pursuant to Local Civil Rule 56.1.

WHEREFORE, it is respectfully requested that defendant Global Access' Motion to Dismiss be granted.



Kenneth J. King (KK 3567)

Sworn to and subscribed before me
this 24 day of June, 2008.



Notary Public

SUZANNE DAMICO
Notary Public, State of New York
No. 02DA6176635
Qualified in New York County
Commission Expires Nov. 5, 2011